

**THE
GREENBRIER
COMPANIES**

RECORDATION NO. FILED 1425

JUL 13 1993 2-15 PM

INTERSTATE COMMERCE COMMISSION

The Greenbrier Companies

One Centerpoint Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

July 2, 1993

3-194A014

RECORDATION NO. 18313 FILED 1425

JUL 13 1993 2-15 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

RECORDATION NO. FILED 1425

JUL 13 1993 2-15 PM

INTERSTATE COMMERCE COMMISSION

JUL 13 2 08 PM '93
MOTOR OPERATING UNIT

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of May 6, 1993, with Schedule No. 1 also dated as of May 6, 1993, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpoint Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

Lessee: St. Louis Southwestern Railway Company
One Market Plaza
San Francisco, CA 94105

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) 100-ton high cube rehabilitated boxcars marked and numbered as per the equipment list attached thereto.

Mr. Sidney L. Strickland, Jr.
July 2, 1993
Page 2

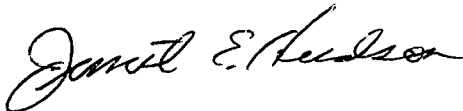
Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the either Charles T. Kappler or Bob Alvord or Alvord and Alvord, 918 16th Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of May 6, 1993 with Schedule No. 1 dated as of May 6, 1993 between Greenbrier Leasing Corporation ("Lessor") and Southern Pacific Transportation Company and St. Louis Southwestern Railway Company (together referred to as "Lessee"), covering fifty (50) 100-ton high cube rehabilitated boxcars marked and number as per the equipment list attached thereto.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

7/13/93

OFFICE OF THE SECRETARY

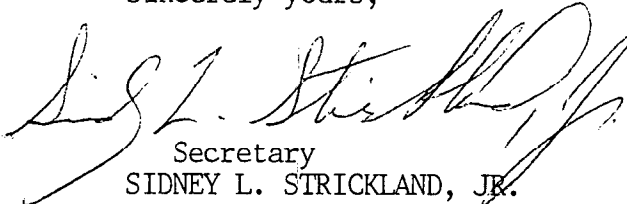
Janet E Hudson

**The Greenbrier Companies
One Centerpointe Drive
Suite 200
Lake Oswego, Oregon 97035**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/13/93** at **2:15pm**, and assigned recordation number(s). **18313 18313-A, 18313-B, & 18313-C**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

276-1*

18313
RECORDATION NO. FILED 1993

JUL 13 1993 2:15 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY ("LESSEE")

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY ("LESSEE")

MAY 6, 1993

SCHEDULE NO. 1 DATED AS OF MAY 6, 1993

Memorandum of a Lease Agreement made and entered into as of May 6, 1993 with Schedule No. 1 dated as of May 6, 1993 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation and St. Louis Southwestern Railway Company, a Missouri corporation (together referred to as "Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) 100-ton high cube rehabilitated boxcars marked and numbered as per the attached equipment list.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, EVP

SOUTHERN PACIFIC TRANSPORTATION CORPORATION

By: E. S. Scady

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

By: E. S. Scady

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 1st day of July, 1993, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Nelson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF CALIFORNIA

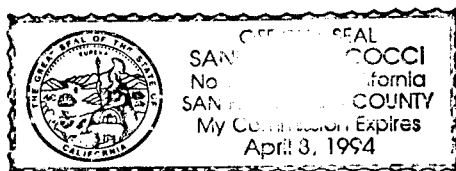
COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 29th day of JUNE, 1993, before me personally appeared E. F. GRADY, to me personally known, who being by me duly sworn, says that he is the TREASURER of SOUTHERN PACIFIC TRANSPORTATION CO. and ST. LOUIS SOUTHWESTERN RAILWAY CO. that the foregoing instrument was signed on behalf of said corporations and he acknowledged that the execution of the said instrument was his free act and deed.

Samuel D. Miceli
NOTARY PUBLIC

My commission expires:



WORD\L\L051331.SP

EQUIPMENT LIST TO SCHEDULE NO. 1

OLD CAR NO.	NEW CAR NO.
SP 227809	VCY 143036
SP 227844	VCY 143041
SP 227873	VCY 143032
SP 227887	VCY 143033
SP 227913	VCY 143043
SP 227936	VCY 143042
SP 227974	VCY 143031
SP 227989	VCY 143034
SP 228057	VCY 143040
SP 228077	VCY 143045
SP 228095	VCY 143044
SP 228107	VCY 143039
SP 228131	VCY 143027
SP 228181	VCY 143046
SSW 061152	VCY 142576
SSW 061170	VCY 142556
SSW 061175	VCY 142559
SSW 061206	VCY 142578
SSW 061209	VCY 142555
SSW 061230	VCY 142563
SSW 061231	VCY 142558
SSW 061236	VCY 142569
SSW 061246	VCY 142550
SSW 061269	VCY 142580
SSW 061298	VCY 142551
SSW 061307	VCY 142564
SSW 061331	VCY 142552
SSW 061333	VCY 142574
SSW 061386	VCY 142570
SSW 061393	VCY 142575
SSW 061395	VCY 142568
SSW 061426	VCY 142581
SSW 061436	VCY 142573
SSW 061437	VCY 142571
SSW 061452	VCY 142562
SSW 061455	VCY 142579
SSW 061475	VCY 142554
SSW 061491	VCY 142548
SSW 061499	VCY 142577
SSW 061504	VCY 142567
SSW 061506	VCY 142549
SSW 061512	VCY 142547
SSW 061540	VCY 142566
SSW 061547	VCY 142585
SSW 061578	VCY 142584
SSW 061581	VCY 142565
SSW 061588	VCY 142561
SSW 061621	VCY 142557
SSW 061629	VCY 142560
SSW 061646	VCY 142572